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September 30, 1988

RECORDATION NO. 15644-G

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INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are three (3) executed counterparts of a Partial Termination of Security Agreements and Collateral Assignments dated as of April 29, 1988, May 19, 1988, June 29, 1988. The Security Agreements were recorded at ICC recordation number 15630, 15644, 15734, respectively. The Collateral Assignments were recorded at ICC recordation number 15630-A, 15644-A, 15734-A, respectively.

A general description of the railroad equipment covered by the enclosed documents is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
HT	100 ton, 3,418 cubic foot, triple pocket open top hopper cars remanufactured (Rule 18) by Bethlehem Steel Freight Car Division, 1988.	100	TWRY 5003 - 5005, inclusive TWRY 5007 - 5008, inclusive TWRY 5011 - 5016, inclusive TWRY 5018 - 5019, inclusive TWRY 5022 - 5024, inclusive TWRY 5027 - 5028, inclusive TWRY 5033 TWRY 5036 TWRY 5041 - 5043, inclusive TWRY 5045

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PARTIAL TERMINATION OF
 SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT
 INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT, dated as of September 12, 1988, by Westinghouse Credit Corporation, a Delaware corporation (hereinafter called "Westinghouse"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns One Hundred (100) 100-ton 3418 cubic foot triple pocket, open top hopper cars, remanufactured (Rule 88) by Bethlehem Steel Freight Car Division ("Bethlehem"), 1988 bearing American Association of Railroads Designation Numbers as described in Exhibit A attached hereto (the "Cars"). Helm has leased the Cars to the Tradewater Railway Company, a Kentucky short-line railroad ("Tradewater"), pursuant to a certain Lease of Railroad Equipment, dated as of January 28, 1982, between Tradewater and CIS Equipment Leasing Corporation ("CIS") (the "Lease"), said Lease being assigned to Helm on March 1, 1985. Helm has granted a security interest in the Cars, the Lease, and a Purchase Order, dated December 1, 1987, and reply letter from Bethlehem, dated March 22, 1988 (the "Purchase Order") (hereinafter collectively referred to as the "Collateral"), to Westinghouse upon the terms and conditions provided in those certain Security Agreements, dated as of May 10, 1988, May 19, 1988 and July 21, 1988 between Helm and Westinghouse, as amended (the "Security Agreements"). Helm assigned the Collateral to Westinghouse upon the terms and conditions provided in those certain Collateral Assignments of Leases and RMI Agreement, dated as of May 10, 1988, May 19, 1988 and July 21, 1988, between Helm and Westinghouse (the "Collateral Assignments").

Pursuant to Paragraph 1.5 of each of the Security Agreements and pursuant to the terms of the Collateral Assignments, Westinghouse and Helm desire to terminate Westinghouse's security interest in and the assignment of the Cars, the Lease and the Purchase Order as it relates to the Cars (the "Lease and the Purchase Order as it relates only to the Cars shall hereinafter be referred to as the "Related Collateral").

2. Termination of Security Interest. Westinghouse's security interest in and the assignment of the Cars and Related Collateral shall be and is hereby terminated upon the filing of this Partial Termination with the Interstate Commerce Commission and all of Westinghouse's right, title and interest in and to the Cars and Related Collateral shall and has become null and void.

EXHIBIT A

DESCRIPTION OF EQUIPMENT:

ONE HUNDRED (100) 100-TON, 3418 CUBIC FOOT, TRIPLE POCKET, OPEN TOP HOPPER CARS REMANUFACTURED (RULE 18) BY BETHLEHEM STEEL FREIGHT CAR DIVISION, 1988, AS FURTHER DESCRIBED BELOW:

TWRY 5003	TWRY 5048	TWRY 5099	TWRY 10053
TWRY 5004	TWRY 5050	TWRY 5101	TWRY 10054
TWRY 5005	TWRY 5051	TWRY 5103	TWRY 10056
TWRY 5007	TWRY 5053	TWRY 5105	TWRY 10060
TWRY 5008	TWRY 5054	TWRY 5106	TWRY 10061
TWRY 5011	TWRY 5055	TWRY 5111	TWRY 10062
TWRY 5012	TWRY 5058	TWRY 10001	TWRY 10065
TWRY 5013	TWRY 5059	TWRY 10002	TWRY 10069
TWRY 5014	TWRY 5060	TWRY 10003	TWRY 10070
TWRY 5015	TWRY 5061	TWRY 10005	TWRY 10071
TWRY 5016	TWRY 5063	TWRY 10006	TWRY 10073
TWRY 5018	TWRY 5064	TWRY 10009	TWRY 10075
TWRY 5019	TWRY 5065	TWRY 10014	TWRY 10078
TWRY 5022	TWRY 5069	TWRY 10015	TWRY 10080
TWRY 5023	TWRY 5073	TWRY 10033	TWRY 10081
TWRY 5024	TWRY 5075	TWRY 10038	TWRY 10082
TWRY 5027	TWRY 5076	TWRY 10039	TWRY 10084
TWRY 5028	TWRY 5078	TWRY 10040	TWRY 10085
TWRY 5033	TWRY 5081	TWRY 10042	TWRY 10086
TWRY 5036	TWRY 5085	TWRY 10045	TWRY 10087
TWRY 5041	TWRY 5087	TWRY 10047	TWRY 10096
TWRY 5042	TWRY 5091	TWRY 10048	TWRY 10118
TWRY 5043	TWRY 5094	TWRY 10050	TWRY 10120
TWRY 5045	TWRY 5095	TWRY 10051	TWRY 10121
TWRY 5047	TWRY 5098	TWRY 10052	TWRY 10124

The Cars listed above in the TWRY 5000 series have been previously designated with the prefix "HLMX" and are the same Cars being released pursuant to this Partial Termination.